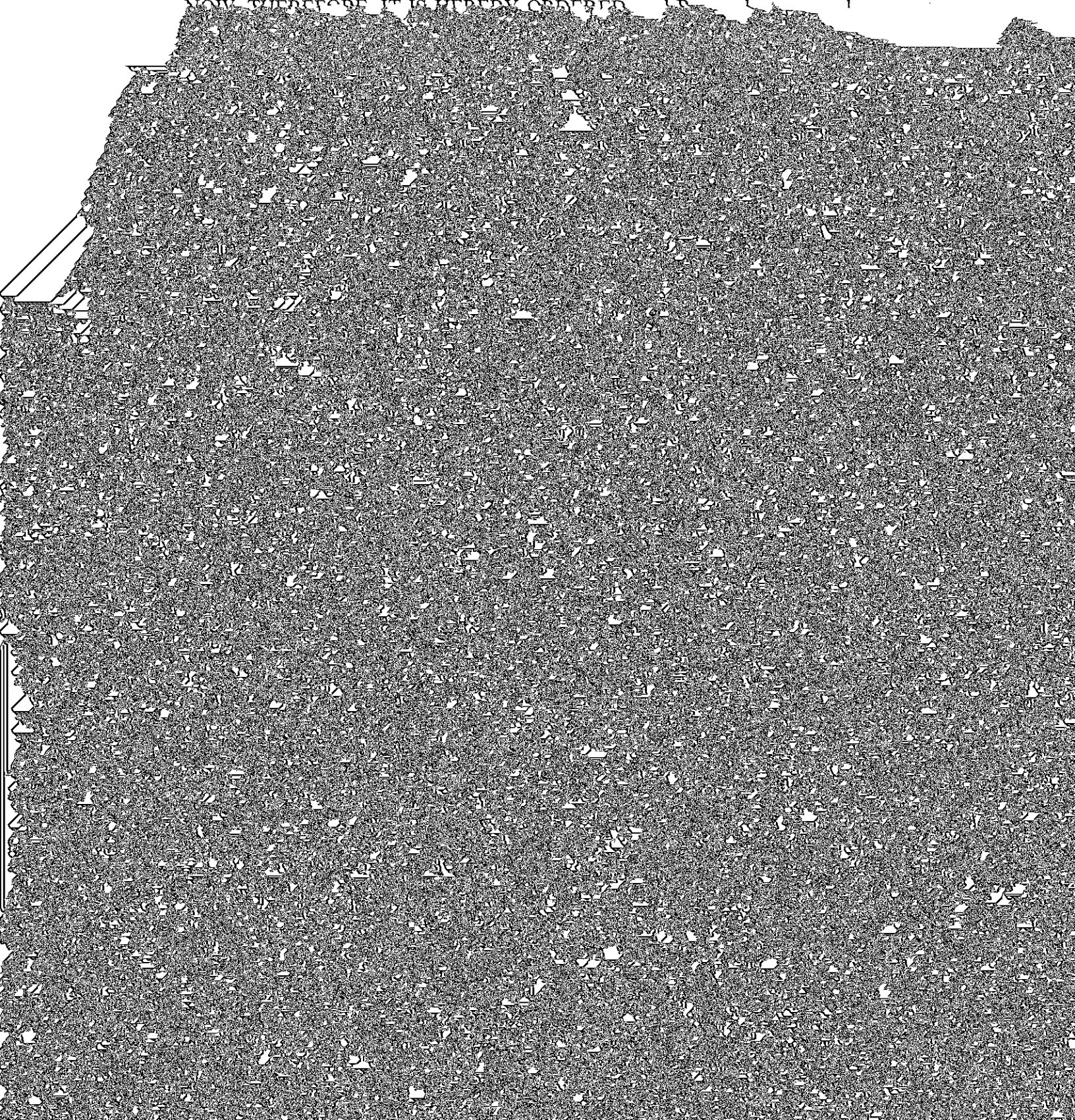




WHEREAS, Respondent agrees to the investor protections and remedies set forth below, without admitting or denying the allegations of the Order to Cease and Desist filed by the Division in this matter;

NOW THEREFORE IT IS HEREBY ORDERED, I.P. 1





WE CONSENT:

Special District of Off-Set, Attorneys

